

# **OPPORTUNITY INTERNATIONAL AUSTRALIA LTD**

## **CORPORATE BY-LAWS**

As amended 19 April 2016

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## **1. INTERPRETATION**

- 1.1** These By-Laws are to be read in conjunction with the Constitution of the Company, which prevails to the extent of any inconsistency between the Constitution and these By-Laws.
- 1.2** All defined terms have the meaning given to them in the Constitution.
- 1.3** The singular includes the plural and vice versa and any gender includes all other genders.
- 1.4** References to any statutory enactment means and are to be construed as references to that enactment as amended, modified and re-enacted from time to time.
- 1.5** The headings used in these By-Laws are for ease of reference only and shall not affect these By-Laws or the interpretation of these By-Laws.
- 1.6** Words imparting persons include corporations.

## **2. MEMBER BELIEFS**

- 2.1** Every Member of the Company by virtue of his or her Membership is in general agreement with and believes in the Company's Mission, Statement of Faith, and Core Values. The Chief Executive and those who report directly to the Chief Executive must also be in general agreement with and believe the Member Beliefs. In this section, any reference to "we" means the Members collectively and individually, the Chief Executive and those reporting directly to the Chief Executive.

## **3. STATEMENT OF FAITH**

- 3.1** We believe in the Eternal God, Creator of heaven and earth. We uphold Scripture as the Word of God, inspiring us in all matters of life and faith. We believe in Jesus Christ, the Son of God, and are committed to follow and practise his teachings. We rejoice in the promise of salvation to those whom He has called. We live in the grace of God who invites us all into a relationship with Him.
- 3.2** In following Jesus' example and teaching, we seek to serve those in poverty; offering a glimpse of hope to those whose hope has been lost. We offer friendship, respecting the diversity and pride of those whom we serve. And we celebrate, rejoicing with those whose lives have been changed.

## **4. CORE VALUES**

- 4.1** Our core values are:

**4.1.1 Commitment to the Poor**

We are committed to loving and serving the poor and marginalized in the developing world, striving to enable lasting improvement in their lives, families, and communities. The needs, expectations, and wellbeing of the poor inspire everything we do.

**4.1.2 Humility**

We are committed to modelling our behaviour on being of service to one another, and not on any supposed personal superiority or advantage (whether based on our position, influence, personality, wealth or otherwise).

**4.1.3 Respect**

We operate on the basis of respect for all people; in particular, we aim to value fully each client and to affirm personal dignity and uniqueness. This respect is also the foundation for our relationships with clients' communities and with others involved in our work - supporters, suppliers and colleagues.

**4.1.4 Integrity**

We honour the trust placed in us by our clients, supporters, fellow members of the Opportunity International Association, and staff, endeavouring to manage all our resources transparently and in a manner that reflects our motivation. We aim to do the right things for the right reasons, whether or not anyone will know.

**4.1.5 Stewardship**

We are committed to being good stewards of resources, exercising a thoughtful and cost effective use of time, skills and finances. We promote excellence, professionalism and best practice in every aspect of our work, seeking to maximise every opportunity to fulfil our mission.

**4.1.6 Transformation**

We are committed to providing services, resources and encouragement that equip our clients, their families and communities for better economic prospects, new futures, new hope and dignity.

**4.2 Review**

We review regularly our performance against our Core Values and seek to correct any deficiencies.

**5. COVENANT OF PARTNERSHIP**

**5.1 Definitions**

**5.1.1** "The Opportunity International Association" ("Association" or "Network") refers to the whole Opportunity family globally, including both Support and Implementing Members. Individual organisations may carry "Opportunity" in their title or by-line, but "Association" or "Network" describes our common commitments and the relationships that link us together.

**5.1.2** "The Opportunity International Association Board of Directors" (the "Network Board") governs the Opportunity International Association. The membership of the Network Board is broadly representative of the Network membership and is elected by Member Organisations through regional committees.

**5.1.3** “The Opportunity International Network Office” (the “Network Office”) is the managing office of the Opportunity International Association. It carries out Network-wide functions and operates under the authority of the Network Board.

**5.1.4** “The General Assembly” is the triennial meeting of the Network membership.

## **5.2 Background**

**5.2.1** Regarding the Opportunity International Association of autonomous and yet interdependent local and national organisations;

**5.2.2** Affirming and committing to adhere to the common mission, motivation, and core values that bind us together;

**5.2.3** Acknowledging the international scope of our work and the process that has brought us to form a global Opportunity International Association, and;

**5.2.4** Recognizing the need for a statement of mutual commitments of Member Organisations;

## **5.3 Covenant**

Opportunity International Australia Limited, as a member organisation of the Opportunity International Association, covenants with all other member organisations to:

**5.3.1** Uphold the purpose and statements of the Opportunity International Association, including:

- Our common desire to form a Network in order to build relationships across organisations and improve the quality and effectiveness of our work through greater coordination with and commitment to one another.
- Our Mission and Motivation is as described in Article 4.1 of the Company’s Constitution.
- Our resolve to support the Network and its activities by sharing our experiences, contributing finances, providing human resources, and praying for each other.

**5.3.2** Promote excellence and provide mutual accountability, through:

- Participating with other members in setting membership standards and defining accreditation criteria that will receive their final approval from the General Assembly.
- Continuing to adhere to the membership requirements and membership commitments covering organisational, governance, financial, and other issues as outlined by the Network.
- Building Network-wide best practice by becoming an accredited member through full participation in and completion of the accreditation process in accordance with Network guidelines.

- Reviewing and evaluating the performance of the Network Board through participation in the General Assembly and other appropriate Network activities as needed.

**5.3.3** Share in mutual opportunities for delivering services and managing the Association, by:

- Using and contributing services, as we are able, that build relationships, demonstrate functional or regional expertise, and meet the needs of other members.
- Supplying qualified people, as needed and as called, with appropriate organisational assessment, evaluation, and planning skills to serve on peer review teams for the accreditation process.
- Providing services to and receiving services from the Network through service centres.
- Participating in the setting of global budget priorities.
- Paying dues in order to support the Network Office, Network Board, and other Network-wide coordination costs.

**5.3.4** Provide leadership in governance that establishes a common direction, through:

- Recruiting, selecting, and supporting qualified candidates for service on the Network Board.
- Participating in regional committees, as needed, that provide input on Network Board priorities, regional strategic directions, and endorsements for the accreditation process.
- Assisting the Network in setting and meeting strategic priorities through representation on the Network Board, and participation in the General Assembly, regional committees and network service centres.
- Assessing and evaluating the work of the Network, and determining every six years whether it should continue to operate.

**5.3.5** Present consistent communications, including:

- Using the Opportunity International Trademark in accordance with procedures established by the Network Office.
- Maintaining our common commitment of stewardship and accountability by supplying mutually agreed upon financial and other reporting information, as needed, to the Network Office that is accurate, transparent, and timely.
- Communicating information from the Network Office to all board members and appropriate staff.

## **6. COMMITTEES**

- 6.1** Pursuant to article 32 in the Constitution, the Board may appoint from time to time such committees, as it deems necessary for such purposes and with such powers as may be required. Committees may include but shall not be limited to:

- 6.1.1** Executive Committee  
Comprised of the Chairs of each Board committee, together with the Chair of the Board, to act within the Board's discretion during the period between Board meetings.
- 6.1.2** Appointments and Compensation Committee  
To meet as required to review all appointments of the CEO and those reporting directly to the CEO, and to review, at least annually, the compensation of such persons. The Appointments and Compensation Committee shall also present recommendation for changes to the Board in order to achieve balance of gifts, experience, geographic representation, and gender, according to the objectives agreed as Network members.
- 6.1.3** Audit and Risk Committee  
To meet as required to review and act on audit and other financial matters.
- 6.1.4** Marketing Committee  
To meet as required to review and act on fundraising matters.
- 6.1.5** Transformation and Governance Committee  
To meet as required to formulate and review matters of Board and Company governance and policy.

## **7. ROTATION AND ELECTION OF DIRECTORS**

- 7.1** All resignations and all retirements to take effect at an ordinary general meeting of the Company are effective immediately prior to the last order of business at the ordinary general meeting in which the new Directors will be elected.
- 7.2** The last item of business of every ordinary general meeting will be the election of Directors to fill the vacancies on the Board of Directors from the names, which have been submitted for re-election by retiring Directors and those who have been nominated pursuant to the provisions of the Constitution.
- 7.3** In the event that there are more names submitted to fill places on the Board of Directors than there are vacancies, the ordinary general meeting must hold a secret written ballot.

## **8. DIRECTORS' INDEPENDENCE**

- 8.1** At least half of the Directors, including the Chair, are to be independent Directors. For a Director to be considered independent he or she:
- 8.1.1** Must not be a member of management, and
- 8.1.2** Must not, within the last three years, have been employed in an executive capacity by Opportunity, and

**8.1.3** Must have no material business or other relationship (such as a family relationship) or circumstance that could interfere with the exercise of independent judgement or the ability to act in the best interests of Opportunity.

**8.2** The independence of the non-executive Directors is assessed on an ongoing basis.

**9. DIRECTORS' AND CHAIRMAN'S PERFORMANCE REVIEW**

**9.1** At the end of each year, led by the Chairman, the Directors will carry out a review of each Director's performance and contribution to the Company. If that review is unsatisfactory, the Board may invite the Director to resign as a Director.

**9.2** At the end of each year, led by the longest serving Director (other than the Chairman), the Directors will carry out a review of the Chairman's performance and contribution to the Company. If that review is unsatisfactory, the Board may invite the Chairman to resign as Chairman and, if appropriate, as a Director.

**9.3** If a Director declines to resign as so invited pursuant to sub-sections 8.1 or 8.2, the Board may recommend to the Members that the Director be replaced at a meeting of the Members.

**9.4** If the Chairman declines to resign as Chairman as so invited pursuant to sub-section 8.2, the Board may declare the position vacant, and thereupon elect another Director as Chairman.

**10. PROHIBITION ON ISSUING DEBENTURES AND ACCEPTING DEPOSITS**

**10.1** The Company is prohibited from making an invitation to the public to subscribe for any debentures of the Company and from making any invitation or acceptance of deposits from persons other than its Members, Directors or their relatives.